

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

W.R. GRACE & COMPANY, et al¹,

Debtors.

Chapter 11

Case No. 01-01139(JKF)

(Jointly Administered)

Objection Deadline: 1/13/14

MONTHLY FEE APPLICATION OF BAKER DONELSON BEARMAN CALDWELL &
BERKOWITZ, P.C. AS A PROFESSIONAL EMPLOYED BY THE ESTATE FOR THE
DEBTORS FOR THE MONTH OF OCTOBER, 2013

SUMMARY SHEET

Name of Applicant:	Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
Authorized to provide professional services to:	W.R. Grace & Company, et al, Debtors and Debtors-in-Possession, its Board of Directors, and Counsel.
Date of Retention:	June 16, 2004, effective April 2, 2001 (Legislative Affairs Services).
Period for which compensation and reimbursement is sought:	October 1, 2013 – October 31, 2013.

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn. A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a/ Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (fka Grace Cocoa management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B ((Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc, Grace H-Gm II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenni Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monoity Enterprises Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of Compensation sought as actual, reasonable and necessary:	Total:	\$30,000.00
	Less holdback (at 20%):	\$6,000.00

Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$0.00
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This is a x monthly interim final application.

Pursuant to Motion filed by Debtors, Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. ("Baker Donelson") was approved as a professional employed by the estate for the Debtors by Order entered on June 16, 2004 nunc pro tunc to April 2, 2001. The Order authorizing employment of Baker Donelson approved the services of Baker Donelson to advise the Debtors, their counsel and their Board of Directors with respect to current, pending, and future legislative affairs; and such other related services as the Debtors may deem necessary or desirable ("Legislative Affairs Services"). Compensation of Baker Donelson was approved on a flat rate in the amount of \$17,000.00 per month for services rendered, plus reimbursement of actual and necessary expenses incurred by Baker Donelson. The Court's Order entered March 15, 2005 (described below) increased the flat rate from \$17,000.00 per month to \$20,000.00 per month for services rendered plus reimbursement of actual and necessary expenses incurred by Baker Donelson. At the request of the Debtors, Baker Donelson's scope of work and services was modified and expanded commencing May 1, 2012, including the retention by Baker Donelson of the special consulting services of William M. Corcoran to assist in its representation of Debtors. By agreement, the monthly payment was to increase, as of May 1, 2012, to \$30,000.00 per month, plus reimbursement of actual and necessary expenses.

A Motion was filed on November 14, 2012 (Dk No. 29907), seeking an Order of the Court approving the modification and expansion of the scope of services provided by Baker Donelson and seeking entry of the Order *Nunc Pro Tunc* to May 1, 2012. On March 18, 2013 a Motion (Dk No. 30412) was filed by the Debtors seeking an Order approving Baker Donelson's monthly fixed fee,

clarifying that Section 328(a) of the Bankruptcy Code provides the Appropriate standard of review and expanding the scope of certain Legislative Affairs Services *Nunc Pro Tunc* to May 1, 2012. An Order was entered approving the Motion on April 17, 2013 entered *Nunc Pro Tunc* to May 1, 2012 (Dk No.30523).

This is the monthly application for compensation for services filed by Baker Donelson reflecting services rendered for the month of October, 2013. During the applicable time period, services were rendered to the Debtors by Keith Kennedy, Senior Public Policy Advisor of Baker Donelson (Legislative Affairs Services) and by William C. Corcoran, special services consultant.

All work performed by Mr. Kennedy and Mr. Corcoran were in accordance with the Application and Orders approving the employment of Baker Donelson².

Attached as Exhibit A is the Verification of E. Franklin Childress, Jr. Attached as Exhibit B is a monthly detail of the work performed by Baker Donelson on behalf of Debtors for Legislative Affairs Services.

CUMULATIVE EXPENSE SUMMARY(\$)

Expense Categories	Total Expenses for Period from October 1, 2013 - October 31, 2013
Mobile/Cell Phone:	\$0.00
Photo Reproduction Charge:	\$0.00
Long Distance Charges:	\$0.00
Shipping Expense (Federal Express)	\$0.00
Computer Research:	\$0.00
Travel Expenses: Lodging:	\$0.00

² Under Order Approving Employment of Baker Donelson, the firm is not to be compensated based on a hourly rate; therefore, a calculation of total fees by hour and category is not applicable. A description of services provided is attached in Exhibit B.

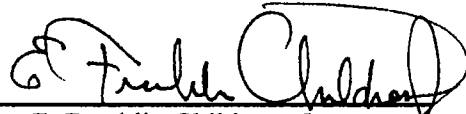
WHEREFORE, Baker Donelson respectfully requests:

- (A) That allowance and payment be made to it as fully described above for 80% of the amount of \$30,000.00 (\$24,000.00) for reasonable, necessary and professional services which Baker Donelson has rendered to the Debtors during the applicable period and reimbursement of expenses in the amount of \$0.00;
- (B) That the fees be paid as administrative expenses of the Debtors' estate; and
- (C) That this Court grant such further relief as is equitable and just.

Dated: December 23, 2013.

Respectfully submitted,

BAKER DONELSON BEARMAN
CALDWELL & BERKOWITZ, PC

By: 
E. Franklin Childress, Jr.
165 Madison Ave., Suite 2000
Memphis, Tennessee 38103
Telephone: (901)526.2000

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

W.R. GRACE & COMPANY, et al¹,

Debtors.

Chapter 11

Case No. 01-01139(JKF)
(Jointly Administered)

VERIFICATION

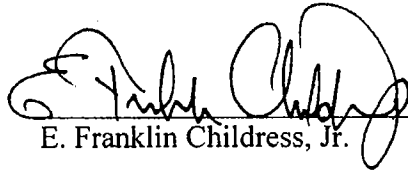
State of Tennessee
County of Shelby

E. Franklin Childress, Jr., after being duly sworn according to law, deposes and says:

1. I am a Shareholder of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
2. I am aware, and have reviewed with Keith Kennedy, the work performed by Mr. Kennedy, Senior Public Policy Advisor and that of William C. Corcoran, special services consultant, relating to the rendering of Legislative Affairs Services as set forth and described in the monthly detail for the month of October, 2013, attached as Exhibit B.

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a/ Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc. Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (fka Grace Cocoa management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc, Grace H-Gm II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenni Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, In.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

3. I reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief.
4. I have reviewed the requirements of Local Rule 2016-2 and the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members signed April 17, 2002 and submit that the Application substantially complies with such Rule and Order.


E. Franklin Childress, Jr.

SWORN TO AND SUBSCRIBED before me this 23 day of December, 2013.




Notary Public

My Commission Expires: 8-21-2016

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R.GRACE & CO., et al. ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	

**FEE DETAIL FOR BAKER, DONELSON'S MONTHLY FEE AND EXPENSE APPLICATIONS
FOR THE PERIOD FROM OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013
FOR LEGISLATIVE AFFAIRS SERVICES**

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a/ Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc. Dewey and Almy, [LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (fka Grace Cocoa management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II, Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc, Grace H-Gm II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenni Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Sourthern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, C C Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

OCTOBER 2013 FEES FOR MR. KENNEDY AND MR. CORCORAN

Date	Hours	Description
10/01	12.0	Week One - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Meeting with House Science Committee; Participate in LAA conference call with client.
10/07	12.0	Week Two - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
10/14	12.0	Week Three - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
10/21	12.0	Week Four - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
10/28	12.0	Week Five - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.

OCTOBER 2013 EXPENSES FOR MR. KENNEDY AND MR. CORCORAN

W.R. Grace Expenses		
Client #2850487-000001		
Itemized and summarized through 10/31/13		
Description	Date	Amount
Total		